

05-24-2002



WENMM-1594 (05/01)

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Foothill Capital Corporation

5.20.02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Termination & Release of Security Agreement

Execution Date: March 29, 2002

2. Name and address of receiving party(ies)

Name: BPI Packaging Technologies, Inc.

Internal Address:

Street Address: 455 Somerset Avenue

City: North Dighton State: MA Zip: 02764

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,727,688, 1,694,457, 1,660,805

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Troy J. Cole

Internal Address: Woodard, Emhardt, Naughton, Moriarty & McNett

Street Address: Bank One Center/Tower, 111 Monument Circle, Suite 3700

City: Indianapolis State: Indiana Zip: 46204

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$90.00

- Enclosed, Authorized to charge the deposit account for any additional fees, though there is believed to be no further fees required.

8. Deposit account number:

23-3030

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Troy J. Cole Name of Person Signing

Signature

May 8, 2002 Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

05/23/2002 TDIAZ1 00000098 1727688

01 FC:481 02 FC:482

40.00 OP 50.00 OP

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner for Trademarks, Arlington, Virginia D.C. 22202-3513 on

May 8, 2002 Date of deposit

Troy J. Cole Name of Registered Representative

Signature

May 8, 2002 Date of Signature

31086-2:TJC:161638

TERMINATION AND RELEASE OF SECURITY AGREEMENT

Foothill Capital Corporation ("Foothill") as secured party of BPI Packaging Technologies, Inc., pursuant to a Trademark Security Agreement (the "Security Agreement") dated November 25, 1996, a copy of which Security Agreement has been recorded with the Patent and Trademark Office on February 5, 1997 at Reel 1551, Frames 282-288, releases and terminates the security interests granted pursuant to the Security Agreement in each of the patent and trademark registrations set forth in Exhibit A and in any other pending and issued patents and trademark registrations affected by the Security Agreement.

This Agreement is executed as an agreement under seal as of this _____ day of March 29, 2002.

Foothill Capital Corporation

By: _____
Title: Senior Vice President

STATE OF Massachusetts)
): SS
COUNTY OF Suffolk)

Before me, a Notary Public, in and for said County and State, personally appeared who, Anthony Aloi, who being first duly sworn upon his/her oath, acknowledged the execution of the foregoing "Termination and Release of Security Agreement" as his/her voluntary act and deed.

WITNESS my hand and Notarial Seal this 29 day of March, 2002.

Tracy Carbone

Notary Public

Printed: Tracy Carbone

Resident of Essex County

My Commission Expires:

7/29/2005

EXHIBIT A

U.S. Trademarks

<i>Mark</i>	<i>Registration No.</i>
RECYCLE-SAC	1,727,688
FRESH-SAC	1,694,457
HOLE 'N HANDLE	1,660,805

Canadian Trademarks

<i>Mark</i>	<i>Serial No.</i>
RECYCLE-SAC	655,048